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15 APR - 7 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 10 2015  
S. GILBERT

Laurel F. Wilson, Esq.  
1317 Neptune Grove Dr. W.  
Neptune Beach, FL 32266  
[lkfw@comcast.net](mailto:lkfw@comcast.net)  
904.993.2563

April 3, 2015

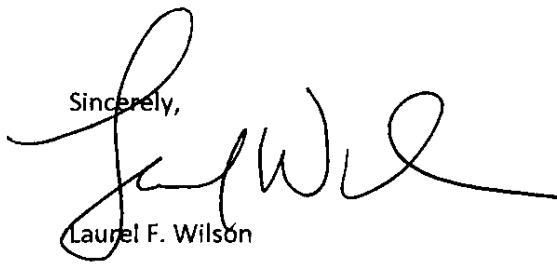
Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: APEX STUDIO THEATRE, INC.

Dear Sir /Madam:

Enclosed please find the Articles of Incorporation of Apex Studio Theatre, Inc. along with the check in the amount of \$70 for filing. Please contact me if there are any questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'LFW', is written over the word 'Sincerely,'.

Laurel F. Wilson

encl

**ARTICLES OF INCORPORATION OF**  
**APEX THEATRE STUDIO, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural persons, for the purpose of organizing and incorporating a Florida Not-For Profit Corporation adopt the following Articles of Incorporation for such corporation.

**ARTICLE I- NAME OF CORPORATION**

The name of this Corporation is APEX THEATRE STUDIO, INC.

**ARTICLE II-PRINCIPAL OFFICE**

The principal place of business and the mailing address of the Corporation is 424 W. 6<sup>th</sup> Street, Jacksonville, FL

**ARTICLE III – COMMENCEMENT AND DURATION**

The commencement of the Corporation's existence shall be at the time of filing of the Articles of Incorporation with the Florida Department of State. The Corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

**ARTICLE IV- PURPOSES**

The specific purposes for which this Corporation is formed are:

- a) Production of theatrical performances, educational opportunities and community engagement.

The general purposes for which this Corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

**ARTICLE V – POWERS**

The Corporation shall have all powers granted corporations not-for-profit under Chapter 617 of the Florida Statutes as the same may be amended from time to time. In addition, the Board of Directors may grant such further powers to the Corporation as it may deem appropriate in the Corporation's Bylaws or otherwise as long as such powers are not in conflict with any applicable law. However, despite anything herein to the contrary, the Corporation shall exercise only such powers and conduct only such activities as are in furtherance of one or more of the exempt purposes of organizations set forth in Section 501(c) (3) of the Internal Revenue Code as that section may from time to time be amended.

**ARTICLE VI-PROPERTY FOR CHARITABLE PURPOSES**

The property of this Corporation is irrevocably dedicated to the charitable and educational purposes set forth herein and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, or to the benefit of any private individual.

## **ARTICLE VII – ADDRESS AND REGISTERED AGENT**

As of the effective date of these Articles of Incorporation the street address of the principal office of the Corporation is 424 W. 6<sup>th</sup> Street, Jacksonville, FL 32202

The name and address of the Registered Agent for service of process of that office shall be Ian Mairs 424 W. 6<sup>th</sup> Street, Jacksonville, FL 32202.

## **ARTICLE VIII – INCORPORATOR**

The name and address of the Incorporator: Ian Mairs 424 W. 6<sup>th</sup> Street, Jacksonville, FL 32202.

## **ARTICLE IX–INITIAL BOARD OF DIRECTORS**

The powers of the corporation shall be exercised, its properties controlled and its affairs conducted by the Board of Directors. There shall be at least (3) Directors constituting the Board of Directors. The names and addresses the persons who are to serve as members of the initial Board of Directors who shall serve until the first meeting of directors are:

Ian Mairs  
424 W. 6<sup>th</sup> Street  
Jacksonville, FL 32202

James Auwaerter  
424 W. 6<sup>th</sup> Street  
Jacksonville, FL 32202

Marianne Branson  
1836 Seagate Ave  
Neptune Beach, FL 32266

The manner in which the Directors are elected is as stated in the Bylaws.

## **ARTICLE X- DISSOLUTION**

Upon dissolution of this corporation, the Board of Directors shall, after paying making or provision of payment of all debts and liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes which has established its tax-exempt status under Section 501(3) (c) of the Internal Revenue Code of 1954 or the corresponding subsequent federal tax law, as the Board of Directors shall determine. Any such assets so disposed of shall be disposed of by the Circuit Court of Duval County for such purposes or to such organizations, as said Court shall determine.

## **ARTICLE XI – AMENDMENT OF THE ARTICLES**

These Articles of Incorporation may be amended by amendment approved by a majority vote of the Directors of this Corporation at any meeting of the Directors of the Corporation, provided that if the meeting is other than a regular meeting of the Corporation, notice of the meeting and the proposed amendment shall be served upon all Directors of the Corporation at least 10 days before the meeting, at which the amendment is proposed.

## **ARTICLE XII- NO DISQUALIFYING ACTIVITY**

The Corporation shall not engage in any activities which would disqualify it as a tax exempt organization under the United States Internal Revenue Code. It is the policy of the Corporation not to discriminate, and the Corporation shall not discriminate against anyone on any basis which would violate any state or federal anti-discrimination laws.

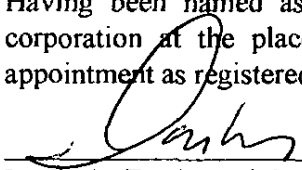
## **ARTICLE XIII – NO POLITICAL PURPOSE**

This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

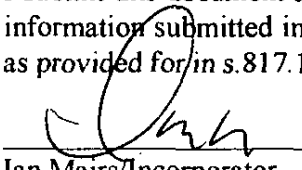
## **ARTICLE XIV – INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 4/3/15  
\_\_\_\_\_  
Ian Mairs/Registered Agent      Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

 4/3/15  
\_\_\_\_\_  
Ian Mairs/Incorporator      Date